

# FLETCHER & SIPPEL LLC

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January 4, 2006

## VIA FEDERAL EXPRESS

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 700  
Washington, DC 20006

Re: **Finance Docket No. 34775**  
**Richard J. Corman and R.J. Corman Railroad Group, LLC --**  
**Continuance in Control Exemption -- R.J. Corman**  
**Railroad Company/Tennessee Terminal, LLC**

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of a **Verified Notice of Exemption Pursuant to 49 C.F.R. § 1180.2(d)(2)**, dated January 4, 2006. A check in the amount of \$1,100.00, representing the appropriate fee for this filing, is attached.

One extra copy of this transmittal letter and the Notice also are enclosed. I would request that you date-stamp those copies to show receipt of this filing and return them to me in the provided envelope.

If you have any questions regarding this filing, please feel free to contact me. Thank you for your assistance on this matter. Kind regards.

Respectfully submitted,



Michael J. Barron, Jr.  
Attorney for Richard J. Corman and  
R.J. Corman Railroad Group, LLC

MJB: arw  
Enclosures  
cc: Mr. Bruce E. Greinke  
Mr. Karl Morell

Office of the  
Secretary of  
Transportation

Public Notice

ORIGINAL

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34775

RICHARD J. CORMAN AND  
R.J. CORMAN RAILROAD GROUP, LLC  
-- CONTINUANCE IN CONTROL EXEMPTION --  
R.J. CORMAN RAILROAD COMPANY/TENNESSEE TERMINAL, LLC

**VERIFIED NOTICE OF EXEMPTION  
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

Ronald A. Lane  
Michael J. Barron, Jr.  
Fletcher & Sippel LLC  
29 North Wacker Drive  
Suite 920  
Chicago, Illinois 60606-2832  
(312) 252-1500

**ATTORNEYS FOR  
RICHARD J. CORMAN AND  
R.J. CORMAN RAILROAD GROUP, LLC**

Dated: January 4, 2006

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 34775

RICHARD J. CORMAN AND  
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**VERIFIED NOTICE OF EXEMPTION  
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

Richard J. Corman ("Corman") and R.J. Corman Railroad Group, LLC ("Group") hereby file this verified notice of exemption under 49 C.F.R. § 1180.2(d)(2) to continue in control of R.J. Corman Railroad Company/Tennessee Terminal, LLC ("RJCK") once RJCK becomes a Class III rail carrier. RJCK is a new entity within the R.J. Corman corporate family. RJCK is concurrently filing a notice of exemption to lease and operate lines of BNSF Railway Company ("BNSF") in the Memphis, Tennessee area known as the Tennessee-Mississippi Terminal Tracks. See Finance Docket No. 34772, R.J. Corman Railroad Company/Tennessee Terminal, LLC -- Lease and Operation Exemption -- BNSF Railway Company. Upon consummation of that transaction, RJCK will become a Class III rail carrier under common control with nine existing railroads in the R.J. Corman family.

In accordance with the requirements of 49 C.F.R. § 1180.4(g), Corman and Group submit the following information:

**Description of the Proposed Transaction:** 49 C.F.R. § 1180.6(a)(1)(i)

Corman is an individual and the owner and single member of Group, a limited liability, non-carrier holding company. Group was formed in 1998 and has had direct and

complete ownership of various Corman operating railroads since 1999.<sup>1</sup> Those railroads today consist of the following seven Class III common carriers by rail: R.J. Corman Railroad Company/Pennsylvania Lines Inc.,<sup>2</sup> R.J. Corman Railroad Company/Memphis Line, R.J. Corman Railroad Company/Western Ohio Line, R.J. Corman Railroad Company/Cleveland Line, R.J. Corman Railroad Company/Bardstown Line (formerly known as R.J. Corman Railroad Corporation), R.J. Corman Railroad Company/Allentown Lines, Inc., and R.J. Corman Railroad Company/Central Kentucky Lines, LLC. Corman also owns R.J. Corman Railroad Property, LLC, a Class III non-operating rail common carrier, and owns a controlling interest in the Clearfield & Mahoning Railway Company, also a Class III rail common carrier.

RJCK is an entity controlled directly by Group and indirectly by Corman that will lease and operate several BNSF lines in and around Memphis in Shelby County, Tennessee and DeSoto County, Mississippi. See Finance Docket No. 34772, R.J. Corman Railroad Company/Tennessee Terminal, LLC -- Lease and Operation Exemption -- BNSF Railway Company. Upon consummation of the lease with BNSF, RJCK will become a Class III carrier and Corman and Group will continue in control of RJCK.

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<sup>1</sup> Group has not previously been included in control filings involving the Corman family of railroads, and its creation did not require regulatory approval. E.g., Rail America, Inc. -- Corporate Family Transaction Exemption -- Huron and Eastern Railway Company, Inc. and Saginaw Valley Railway Company, Inc., Finance Docket No. 32068 (ICC served June 18, 1992) (“[T]he mere insertion of a non-carrier holding company in the chain of control is a transaction outside of the scope of section [11323] and not subject to [the Board’s] prior approval.”) It is included as an applicant here so that the identity of the parties that will directly and indirectly control RJCK is clear.

<sup>2</sup> Richard J. Corman Railroad Company/Pennsylvania Lines Inc. also operates the line known as “R.J. Corman Railroad Company/WV Line.” R.J. Corman Railroad Company/Pennsylvania Lines Inc.—Lease and Operation Within a Corporate Family Transaction Exemption—R.J. Corman Railroad Property, LLC, Finance Docket No. 34744 (ICC served September, 23, 2005).

After leasing the Tennessee-Mississippi Terminal Tracks, RJCK will not connect with any railroad controlled by Corman or Group. The proposed continuance in control transaction does not involve a Class I carrier, and is not part of a series of anticipated transactions that would connect RJCK with any railroad in the Corman corporate family.

The full name and address of the applicants herein are as follows:

Richard J. Corman  
One Jay Station, P.O Box 788  
Nicholasville, KY 40356

R.J. Corman Railroad Group, LLC  
One Jay Station, P.O Box 788  
Nicholasville, KY 40356

Any questions concerning this Notice should be sent to the representative of Corman and Group at the following address:

Ronald A. Lane  
Fletcher & Sippel LLC  
29 North Wacker Drive  
Suite 920  
Chicago, Illinois 60606-2832  
(312) 252-1500

**Proposed Time Schedule for Consummation: 49 C.F.R. § 1180.6(a)(1)(ii)**

Corman and Group already control RJCK, which currently is a non-carrier. RJCK expects to consummate the transaction described in Finance Docket No. 34772 and become a rail common carrier on January 15, 2006.

**Purpose Sought to be Accomplished: 49 C.F.R. § 1180.6(a)(1)(iii)**

The requested exemption will allow Corman and Group to continue in control of RJCK after RJCK becomes a Class III railroad.

**States in Which Applicant's Property is Located: 49 C.F.R. § 1180.6(a)(5)**

Corman is an individual and does not directly own any rail property. Group is a holding company and similarly does not directly own any rail property. RJCK will lease and operate property located within the States of Tennessee and Mississippi. The other members of the R.J. Corman family of railroads own and/or operate rail property located in the States of Kentucky, Pennsylvania, West Virginia, Tennessee, Ohio, and New York.

**Maps: 49 C.F.R. § 1180.6(a)(6)**

A map showing the lines to be operated by RJCK is attached as Exhibit A. Maps showing the lines owned and operated by other members of the R.J. Corman family are attached as Exhibit B.

**Agreement: 49 C.F.R. § 1180.6(a)(7)(ii)**

Corman and Group already control RJCK. No additional agreement is necessary or contemplated for Corman and Group to continue in control of RJCK once RJCK becomes a Class III rail carrier.

**Labor Protective Conditions: 49 C.F.R. § 1180.4(g)(1)(i)**

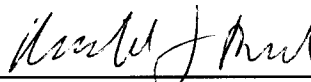
Because the proposed transaction involves only Class III rail carriers, employee protective conditions may not be imposed as a condition to this exemption. See 49 U.S.C. § 11326(c).

**Environmental and Historic Preservation Matters: 49 C.F.R. § 1180.4(g)(3)**

Under 49 C.F.R. § 1105.6(c)(2), the proposed continuance in control of RJCK by Corman and Group is exempt from environmental reporting requirements. The proposed transaction will not result in significant changes in carrier operations, i.e., changes that exceed the thresholds of 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(3), the proposed transaction also is exempt from historic preservation reporting requirements. This is simply a continuance in control related to another transaction where the purpose is continued rail operations. Further Board approval would be required as a prerequisite to any abandonment or discontinuance of service, and there are no plans in connection with this transaction to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older.

Respectfully submitted,

By:  \_\_\_\_\_

Ronald A. Lane

Michael J. Barron, Jr.

Fletcher & Sippel LLC

29 North Wacker Drive

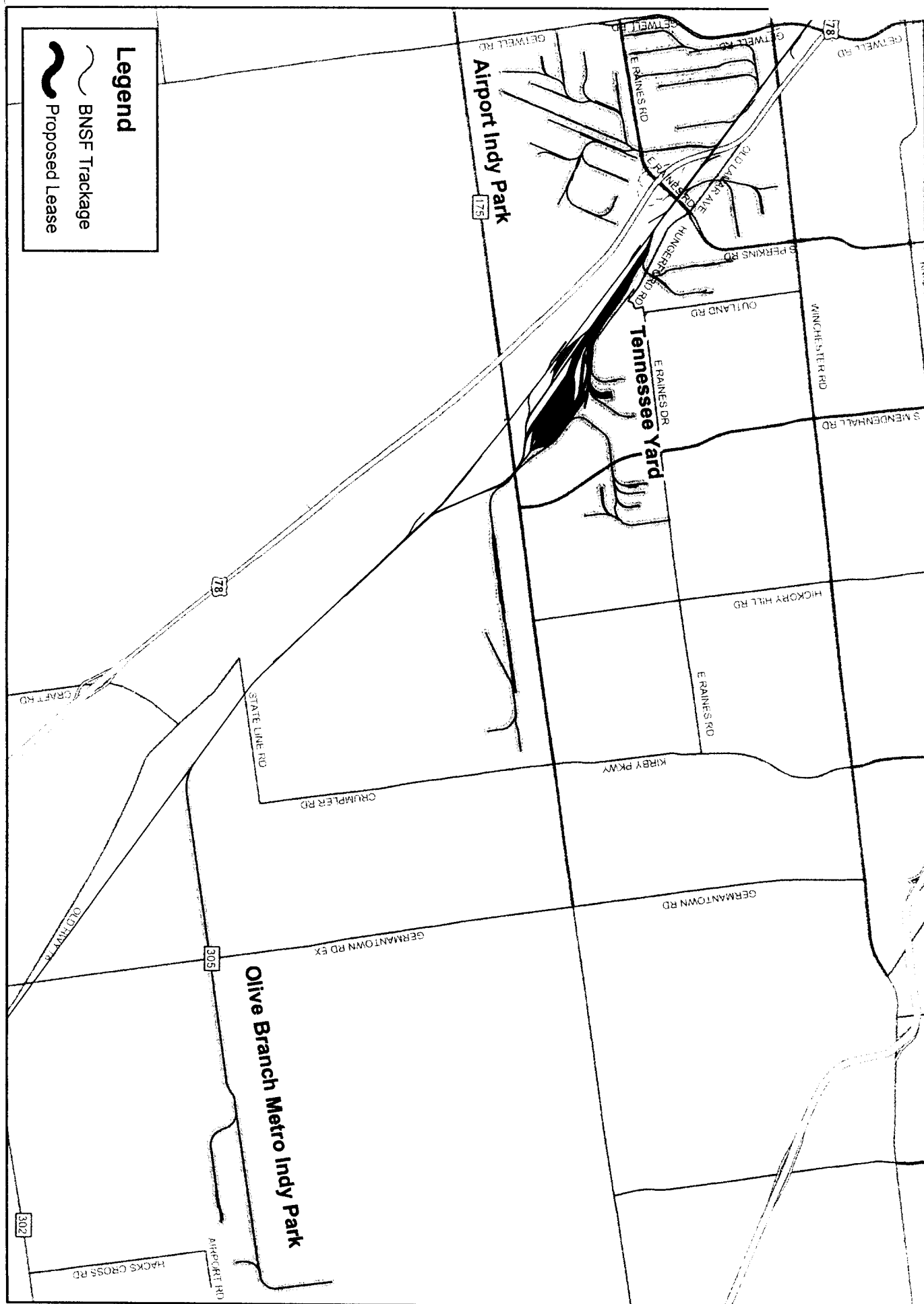
Suite 920

Chicago, Illinois 60606-2832

(312) 252-1500

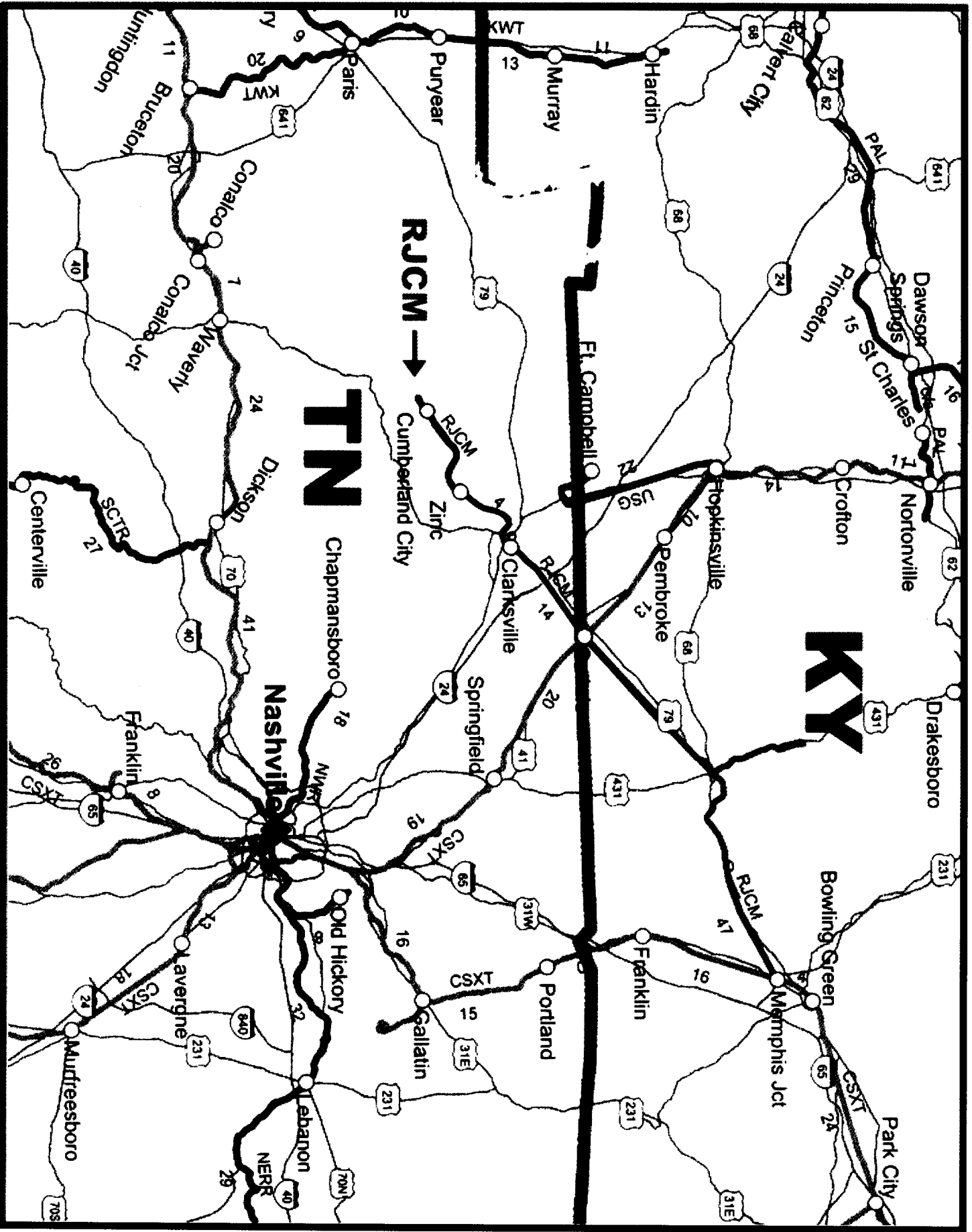
**ATTORNEYS FOR  
RICHARD J. CORMAN AND  
R.J. CORMAN RAILROAD GROUP, LLC**

Dated: January 4, 2006

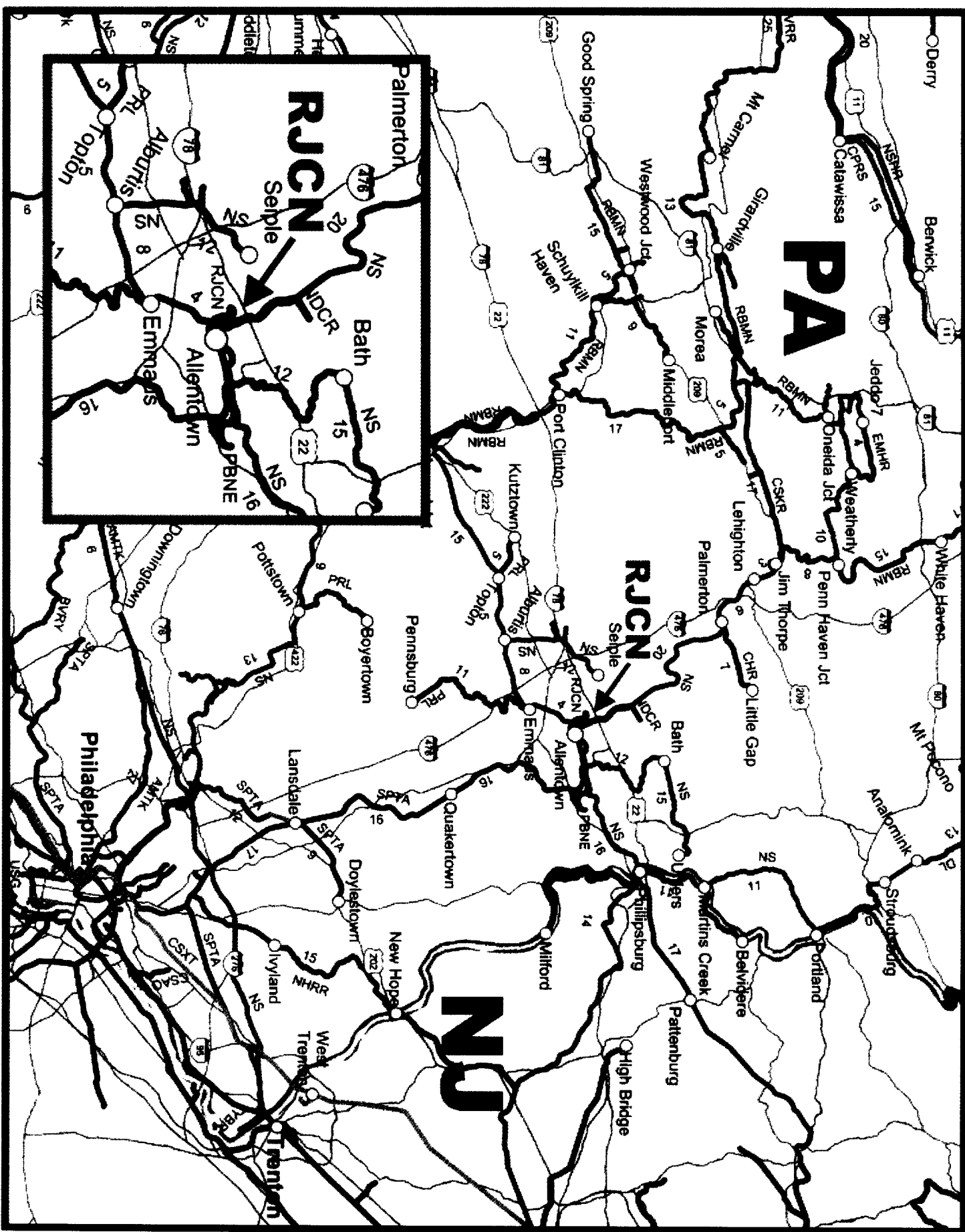




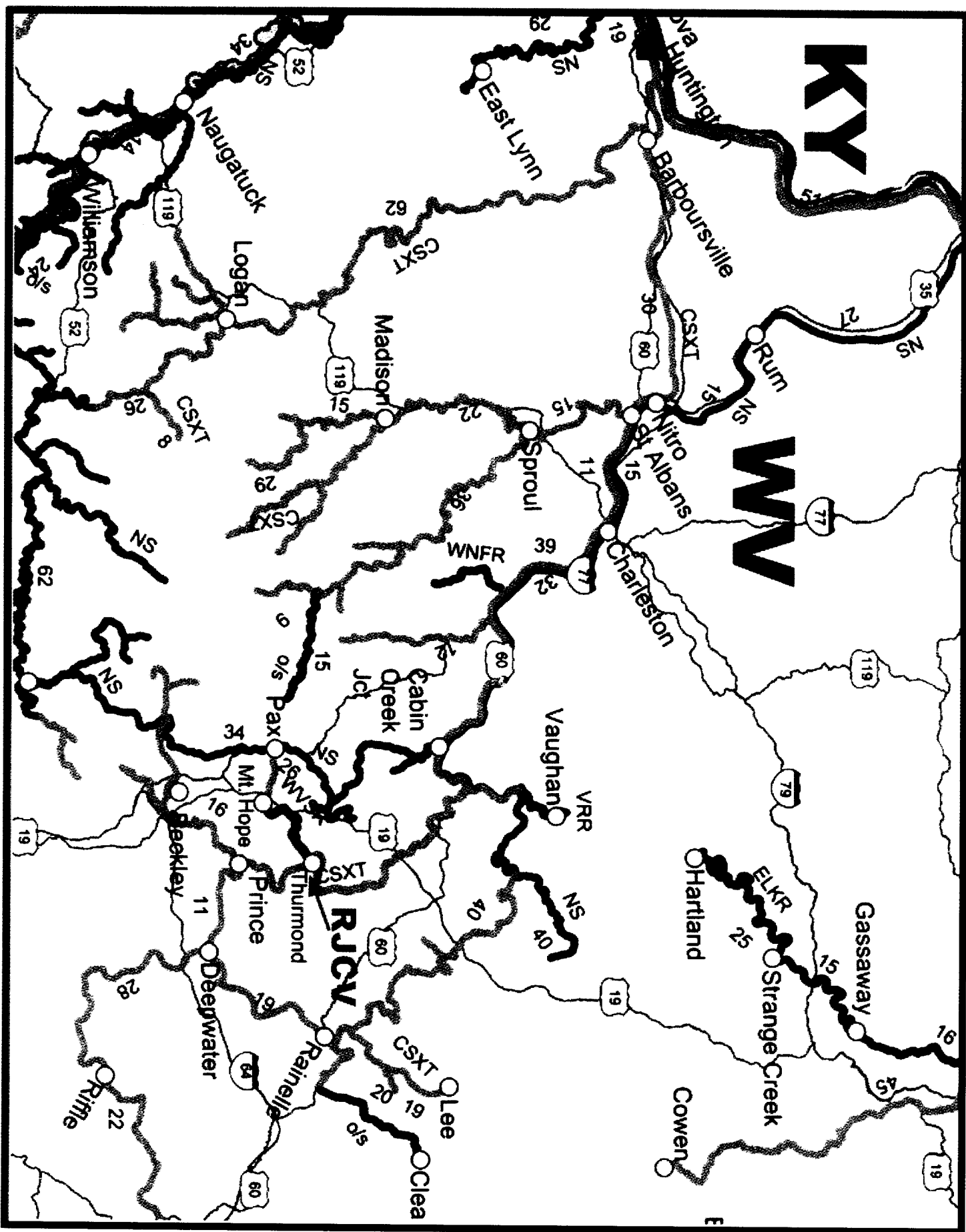
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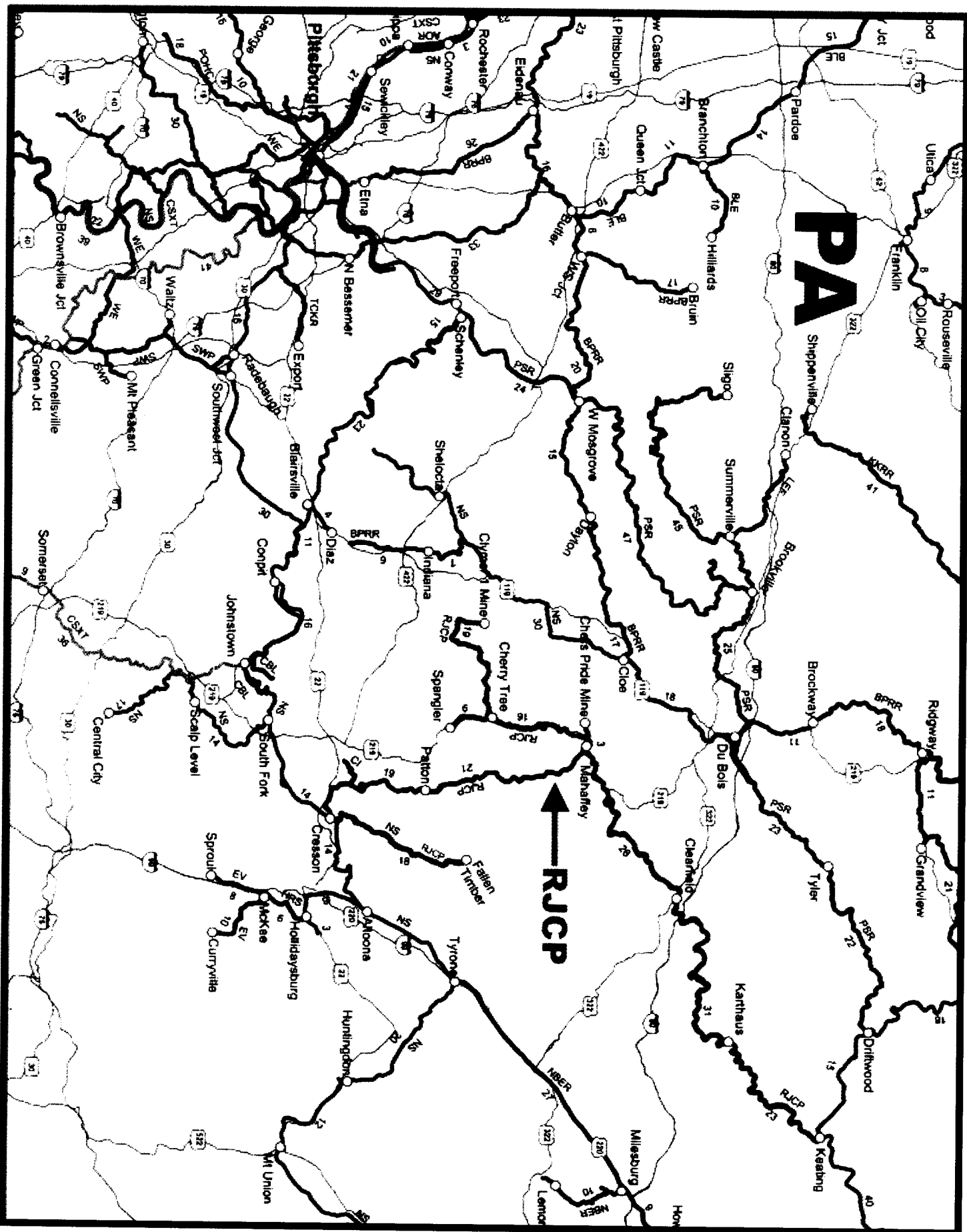
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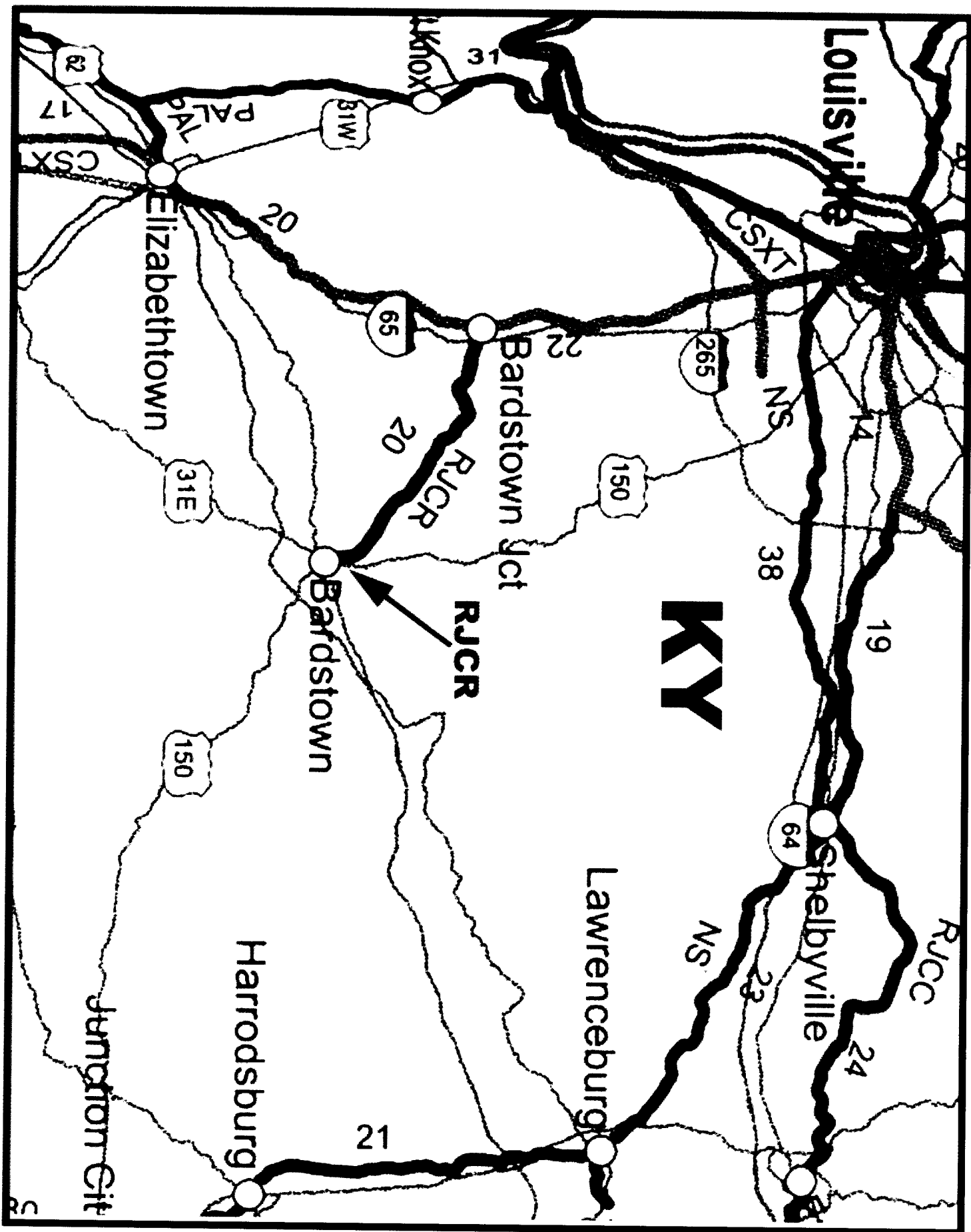
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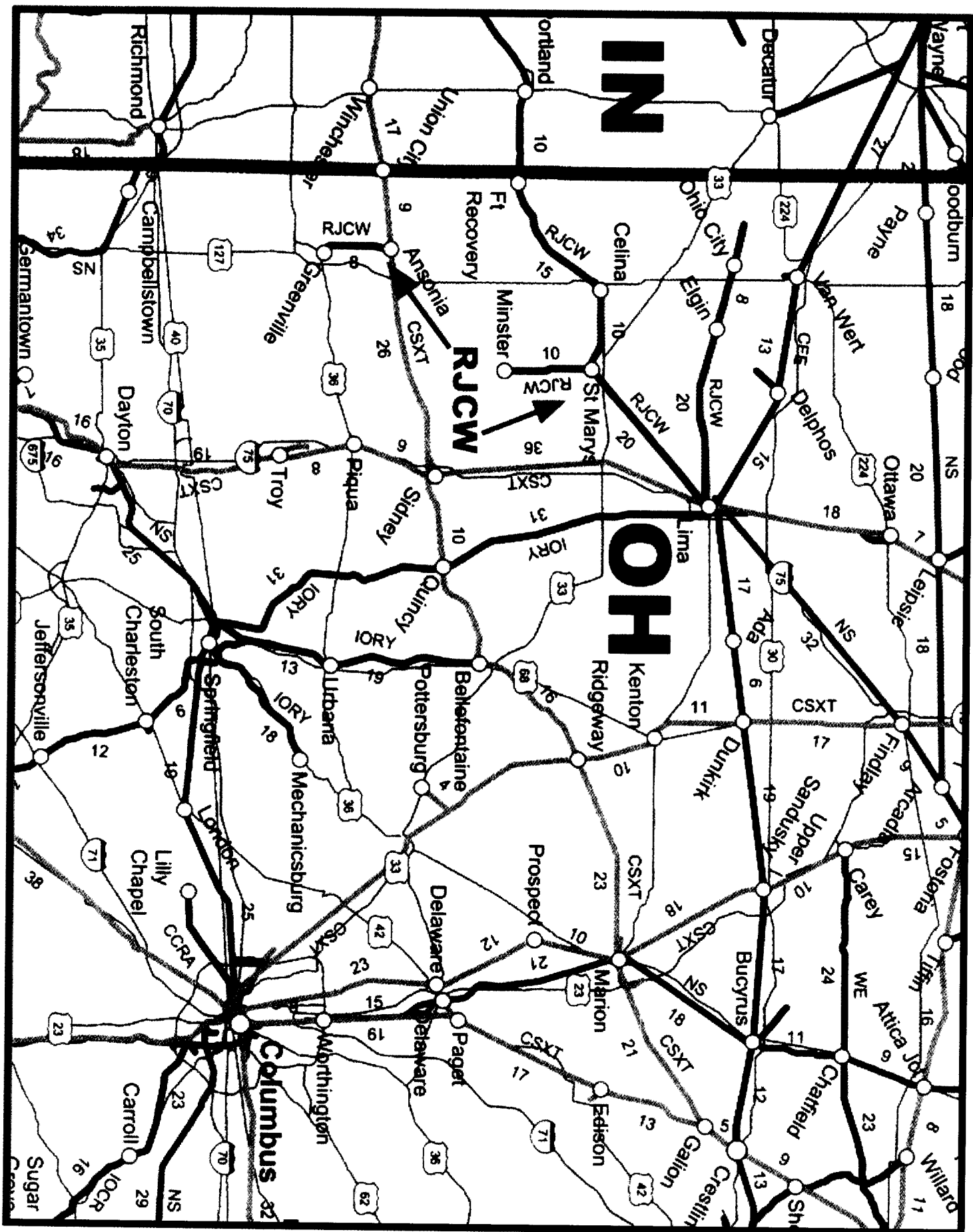
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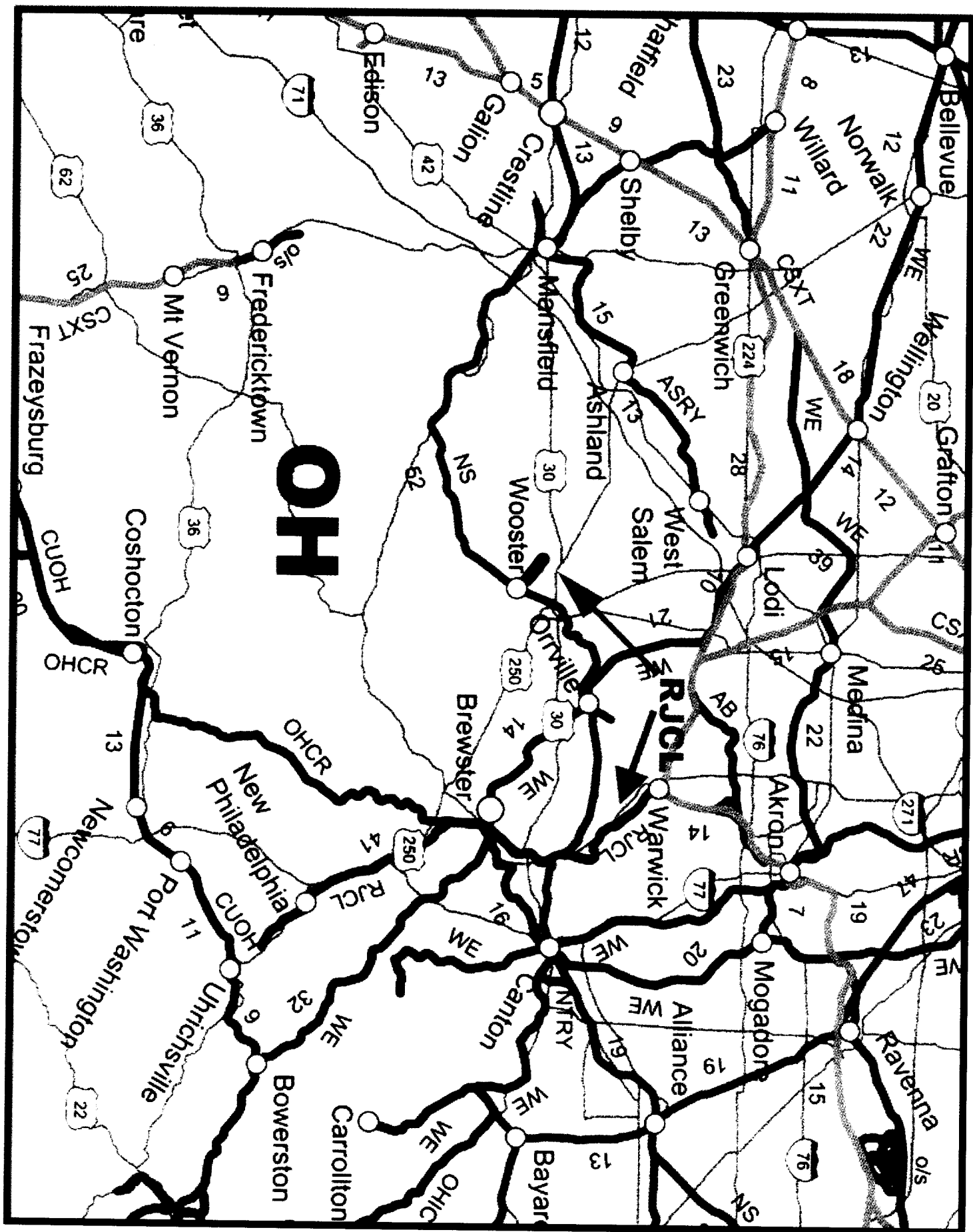
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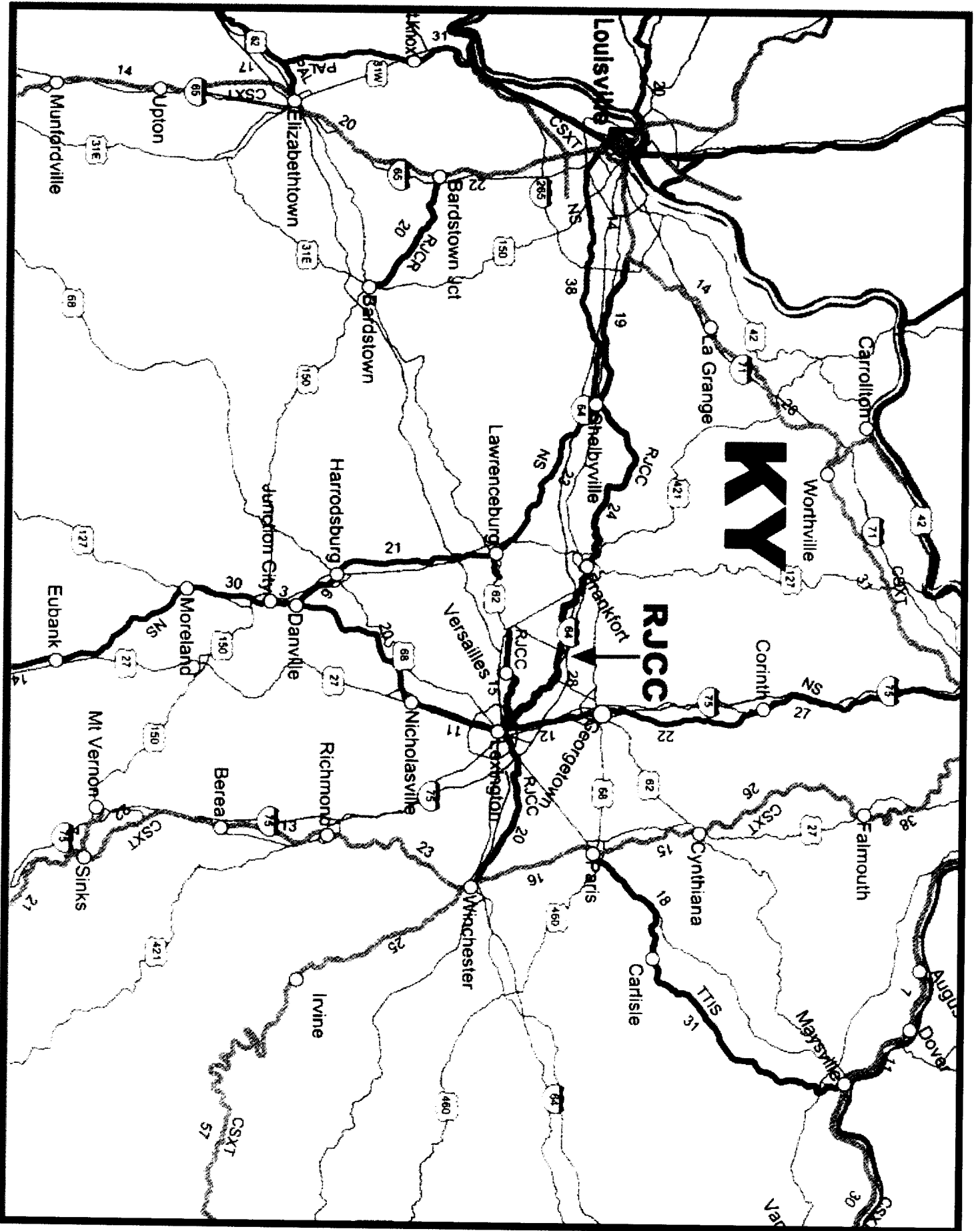
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# R. J. Corman Railroad Company / Cleveland Line (RJCL)




# R. J. Corman Railroad Company / Central Kentucky Lines (RJCC)





Commonwealth of Kentucky )  
 ) ss:  
County of Jessamine )

  
Richard J. Corman

Andrew Adlan  
Notary Public

OFFICIAL SEAL  
SANDRA J. ADAMS  
NOTARY PUBLIC - KENTUCKY  
STATE-AT-LARGE  
My Commission Expires Sept. 29, 2009